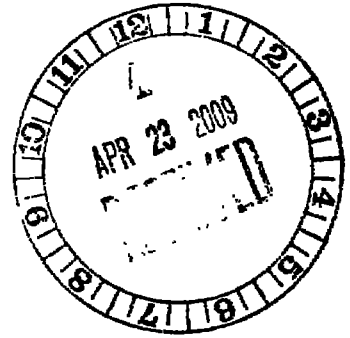


RECORDATION NO 27922 FILED

APR 23 '09

4:16 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

April 21, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 F Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated April 1, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	HCA Mountain Minerals (Moberly) Limited
	One O'Hare Centre		665 8 th Street SW, Suite 888
	6250 River Road, Suite 5000		Calgary, Alberta T2P 3K7
	Rosemont, IL 60018		Canada

A description of the railroad equipment covered by the enclosed document is fourteen (14) 4600 to 4650 cu. ft. covered hopper cars; with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Best regards,

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosure
(11C-MM002)

APR 23 '09

4:16 PM

ASSGN: HCMM002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1st THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into this the 1st day of April, 2009, by and between the Montreal branch of First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and HCA Mountain Minerals (Moberly) Limited (the "Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of October 1, 2008, (the "Lease") and Rider No. 2 thereto dated as of April 2, 2009, (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice-President, SalesSignature: 

LESSEE:

HCA MOUNTAIN MINERALS (MOBERLY) LIMITED

Name: Alan MintzTitle: PresidentSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Up to fourteen (14) cars.

DESCRIPTION OF CARS: 4600 to 4650 cu. ft., lined covered hoppers cars capable of 268,000 lb. gross rail loading.

CAR NUMBERS:

FURX	815053
FURX	815143
FURX	815179
FURX	815237
FURX	815296
FURX	815347
FURX	815376
FURX	815402
FURX	815481
FURX	816101
FURX	816113
FURX	816128
FURX	816167
FURX	816426